

Document Number Only

H85662

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

700002289907--7

-09/10/97--01121--004

*****35.00 *****35.00

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-09/10/97--01121--005

*****35.00 *****35.00

FILED

97 AUG 22 PM 3 16

RECEIVED
TALLAHASSEE, FLORIDA

Merger

R. S. Developers, Inc.

into:

Lake Bryan, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other ucc Filing

☐ Change of R.A.

☐ Fic. Name

☐ CUS

☒ Certified Copy

☐ Photo Copies

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ After 4:30

☒ Pick Up

700002289907--7

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*****35.00 *****35.00

PLEASE RETURN EXTRA COPIES
FILE STAMPED

THANKS, MELANIE

8-22-97 TAX

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750

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AUG 22 PM 2:36
OFFICE OF CORPORATION

Name	8/28/97
Availability	
Document Examiner	1/24
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Verifier	1/24
Acknowledgment	1/24
W.P. Verifier	1/24

CR2E031 (1-89)

00308, 00561, 00672

H85662

ARTICLES OF MERGER
Merger Sheet

MERGING:

R & S DEVELOPERS, INC., a Virginia corporation not authorized to transact
business in Florida

INTO

LAKE BRYAN, INC., a Florida corporation, H85662

File date: August 22, 1997

Corporate Specialist: Annette Hogan



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 25, 1997

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: LAKE BRYAN, INC.
Ref. Number: H85662

DEPT.
DIVISION
TALL.

97 10 23 PM 4:26

RECEIVED

We have received your document for LAKE BRYAN, INC. and check(s) totaling \$280.00. However, your check(s) and document are being returned for the following:

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 797A00042656

WAK. m
P.C.K. JP 3:00
8-26-97

Please
to back-ldc
8-22-97 when
this was received.
James,
Melanie

ARTICLES OF MERGER
OF
R & S DEVELOPERS, INC., a Virginia corporation
INTO
LAKE BRYAN, INC., a Florida corporation

FILED
97 AUG 22 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act, hereby execute the following Articles of Merger.

FIRST: The names of the corporations proposing to merge and states of incorporation under the laws of which such corporations are organized as follows:

R & S Developers, Inc., a Virginia corporation
Lake Bryan, Inc., a Florida corporation

SECOND: The laws of the state under such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: The foreign corporation complies with Section 607.1105 F.S. (as set forth below) if it is the surviving corporation of the merger; and each domestic corporation complies with the applicable provisions of Sections 607.1101-607.1104 F.S. and, if it is the surviving corporation of the merger, with Section 607.1105 F.S. (as set forth below).

FOURTH: The Plan of merger is as follows:

a. R & S Developers, Inc. (the "Merging Corporation") shall be merged with and into Lake Bryan, Inc. (the "Surviving Corporation"). The Surviving Corporation shall continue its corporate existence under the laws of the State of Florida. The name of the Surviving Corporation shall continue to be "Lake Bryan, Inc."

b. The Certificate of Incorporation of the Surviving Corporation shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation.

c. Each share of common stock of the Surviving Corporation, which shall be issued and outstanding on the effective date of the Merger, shall remain issued and outstanding.

d. Each share of common stock of the Merging Corporation, which shall be issued and outstanding on the effective date of the Merger, and all rights in respect thereto shall be canceled and no share of the Surviving Corporation shall be issued in exchange therefor.

e. Upon the Merger becoming effective, all the property, rights, privileges, franchisees, patents, trademarks, licensees, registrations and other assets of every kind and description of the Merging Corporation shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Merging Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merging Corporation respectively.

f. The Merging Corporation shall from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the Merging Corporation acquired or to be acquired by reason of or as a result of the Merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the Merging Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merging Corporation or otherwise to take any and all such action.

FIFTH: The effective date of the Certificate of Merger shall be the 15th day of August, 1997.

SIXTH: The plan of merger was adopted by written consent of the shareholder and Board of Directors of R & S Developers, Inc. on August 15, 1997 and was adopted by written consent of the shareholder and Board of Directors of Lake Bryan, Inc. on August 15, 1997.

IN WITNESS WHEREOF, Lake Bryan, Inc. has executed this Certificate of Merger on this 15th day of August, 1997.

LAKE BRYAN, INC. and R & S DEVELOPERS, INC.

A handwritten signature in cursive script, reading "Thomas Katheder". The signature is written in dark ink and is positioned above a horizontal line.

Thomas Katheder
Vice President and Assistant Secretary